

161444

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

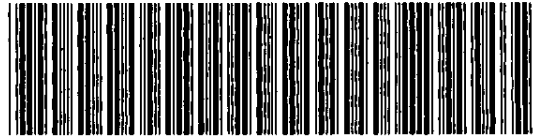
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13 MAR 4 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amey  
3-6-13

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: International Marketing Group, Inc.

DOCUMENT NUMBER: M61444

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

A. Alexander

Name of Contact Person

International Center

Firm/ Company

150 S.E. 2nd Avenue, Suite # 1002

Address

Miami, FL 33131

City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

A. Nuh

Name of Contact Person

at ( 786 ) 202-0521

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

International Marketing Group, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

M61444

(Document Number of Corporation (if known))

FILED  
13 MAR -4 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

\_\_\_\_\_ The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:  
(Principal office address MUST BE A STREET ADDRESS)

150 S.E. 2nd Avenue

Suite # 1002

Miami, FL 33131

C. Enter new mailing address, if applicable:  
(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

Please see attached document.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,**

**provisions for implementing the amendment if not contained in the amendment itself;**

*(if not applicable, indicate N/A)*

Amended

**ARTICLES OF INCORPORATION  
OF  
IGI INTERNATIONAL GROUP INC.**

FIRST: The corporate name shall be: IGI INTERNATIONAL GROUP INC.

SECOND: The address of the principal office and the mailing address of the corporation shall be:

150 SE 2<sup>nd</sup> Ave.  
Suite #1002  
Miami, Florida 33131

THIRD: The purpose for which the corporation is organized is: to undertake any and all business activities allowed by law.

FOURTH: The number of shares the corporation is authorized to issue shall be: One Million (1,000,000) shares with a par value of One Dollar (\$1.00) each.

(a) The shares are to be divided into classes, and the designation of each class is:

Preferred stock	500,000	Class "A"
Common Non-Voting Stock	400,000	Class "B"
Common Voting Stock	100,000	Class "C"

(b)The Board of Directors shall have full and unfettered authority to establish series and fix and determine the variations in the relative rights and preferences between any series.

FIFTH: This corporation shall have perpetual existence.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: the shareholders' rights shall be determined by directors' resolution and its By-Laws.

SEVENTH: The street address of the registered office of the corporation is: c/o INTERNATIONAL CENTER CORP.: 150 SE 2<sup>nd</sup> Ave., Suite #1002, Miami, Florida 33131, and the name of its registered agent at such address is INTERNATIONAL CENTER CORP..

EIGHTH: The number of directors constituting the Board of Directors and the names of the persons who shall serve as the initial directors until the annual meeting of the shareholders or until their successors are elected and shall qualify are:

A. Nuh	150 SE 2 <sup>nd</sup> Ave., Suite #1002 Miami, Florida 33131
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J. Constante	150 SE 2 <sup>nd</sup> Ave., Suite #1002 Miami, Florida 33131
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NINTH: The name and address of the incorporator is:

A. Alexander	150 SE 2 <sup>nd</sup> St., Suite #1002 Miami, Florida 33131
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TENTH: No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ELEVENTH: No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct or fraud, or (ii) for any transaction from which the officer or director derived an improper personal benefit. Furthermore, the Corporation shall fully indemnify and hold harmless any officer or director for actions taken on behalf of the Corporation, including full payment of any damages, suits, court or legal expenses. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

TWELTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated: February 27, 2013

By:


  
A. Alexander, Incorporator

Acceptance by the registered agent as required in section 607.0501 F.S.: INTERNATIONAL CENTER CORP. which is familiar with and accepts the obligations provided for in the Florida Statutes.

Dated: February 27, 2013

INTERNATIONAL CENTER CORP.

By:

  
L. Smejda,  
Vice-President for Registered Agent



The date of each amendment(s) adoption: March 1, 2013

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

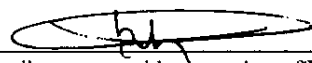
by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated March 1, 2013

Signature



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

A. NUH

(Typed or printed name of person signing)

President

(Title of person signing)